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character, of considerable interest and importance to the student of this branch of the law. Then too the history of irrigation, and the administrative and economic problems involved in its development are thoroughly treated, with especial reference to conditions existing in each of the states concerned. Many reforms are suggested by the author as being necessary for the full perfection of the system. The book is certainly a comprehensive survey of the institutions and problems of irrigation, and will prove an excellent source of information for any who are interested in the subject.

W. H. H.

BRITISH RULE AND JURISDICTION BEYOND THE SEAS. By the late Sir Henry Jenkyns. Preface by Sir Courtenay Ilbert. Oxford: Clarendon Press. 1902. pp. xxiii, 300. 8vo.

To the general reader the preface may prove the most interesting part of this book. Sir Courtenay Ilbert and others here give their impressions of Sir Henry Jenkyns, and of his work in the office of Parliamentary Counsel to the Treasury, which he held for many years. One hardly knows of another book where the duties of the Parliamentary Counsel, and his place in the English legislation of to-day, are suggested better than here. To Americans this preface is peculiarly instructive.

The main part of the book deals with the jurisdiction actually exercised by the United Kingdom beyond the territorial limits of Great Britain and Ireland; the means by which such jurisdiction is exercised; and, to some extent, the constitutional theories on which the jurisdiction is based. Taking up the various kinds of British dependencies, and discussing consular jurisdiction and the extraterritorial jurisdiction of British courts, the author states concisely, and very carefully, the limits of the jurisdiction in fact now existing. The references to English statutes are exceedingly numerous. The work has apparently been prepared with great thoroughness, and cannot fail to be of value to the student of government.

J. B. S.

A TREATISE ON THE LAW OF PRIVATE CORPORATIONS. By Henry Osborn Taylor. Fifth edition. New York: The Banks Law Publishing Co. 1902. pp. xiii, 969. 8vo.

The changes in the present edition of this standard work are not very numerous nor very sweeping, the principal one being the addition of some eight hundred recent adjudications by way of citation, together with such modifications of the text as seemed necessary to make it conform to the present state of the law. There has been added also a brief discussion of the so-called "Securities Companies," — necessarily, perhaps, somewhat inadequate because of the absence of decisions on the important question of their legality. But the most striking feature of Mr. Taylor's work, in this as in former editions, is his frank rejection of the doctrine that corporations are distinct entities — legal *personæ*, — a doctrine supposedly established among the fundamental conceptions of the law. "Corporation" in Mr. Taylor's terminology has a double signification: on the one hand it may mean "the sum of legal relations subsisting in respect to the corporate enterprise"; on the other it is used to designate "the body of individuals in whom and their appointees are vested the corporate powers." The second meaning obviously accords with the popular notion; the former is Mr. Taylor's substitute for the "legal entity" theory. His conception avoids certain theoretical difficulties raised by the "entity" theory, as, for example, the question whether corporations may properly sue on stock subscriptions made before incorporation, and questions arising out of "double incorporation"; on the other hand it seems not to square so well with the diverse citizenship rule of the United States courts, and it involves difficulties in the matter of title to corporate property. Inasmuch, however, as the exponents of the two oppos-

ing theories are in substantial agreement as to what the law is, the question has perhaps little more than academic significance. Indeed, it may be doubted whether, in the last analysis, Mr. Taylor's formula is not simply one way of defining a legal *persona*, as distinguished from a natural person, and thus essentially in accord with the commonly accepted view. There can be no doubt, however, that his view furnishes the basis for a very clear and simple classification of the entire subject. Starting with an analysis of the idea of a corporation in Roman law and in the common law, he next deals with the legal effect of acts done prior to, and looking towards, incorporation; he then considers the legal relations, growing out of incorporation, between the various parties — state, corporation, officers, stockholders and creditors — between whom legal relations may subsist "in respect to the corporate enterprise"; and finally he considers the relations existing among the members of each class.

In some portions of the work there is manifest a tendency, all too common nowadays, to overwork the doctrine of estoppel. For instance, in dealing with the subject of *de facto* corporations Mr. Taylor makes the rules of law concerning them turn purely on estoppel, with the result that some cases are included that involve merely matters of estoppel, and do not depend on the alleged corporation's being even *de facto*; at the same time other cases are included that admittedly do not contain the elements of estoppel. It would seem better to concede that these rules require no more abstruse explanation than the public policy of reserving to the state alone the right to complain of the failure to comply strictly with the requirements it has prescribed. In a similar way the doctrine of estoppel is applied to questions relating to *de facto* officers. It is again brought forward in dealing with the subject of *ultra vires*, but here, it would seem, to better purpose. The entire subject of *ultra vires* is clearly presented. There is much to be said in favor of Mr. Taylor's view, which makes the enforceability of *ultra vires* contracts depend primarily upon estoppel, as opposed to the two most widely accepted views, — that of the New York courts, as laid down in a line of cases beginning with *Bissell v. R. R.*, 22 N. Y. 258, making the right of enforcement turn on performance, and the federal rule, for which the case of *Central Transportation Co. v. Pullman Palace Car Co.*, 139 U. S. 24, is usually cited, that an *ultra vires* contract can give rise to no rights on the contract. A strong argument for Mr. Taylor's view is that it rests the whole doctrine of *ultra vires* upon principles that apply equally in cases of tort and contract.

An infrequency of reference to English authorities is to be remarked throughout the work, many important English cases finding no place among the citations. Likewise, some recent American decisions of considerable authority fail to appear, although opposed to statements made in the text. Instances of this are noted in the discussion of questions of constitutional law in the chapter on "Corporation and State," and also in the chapter on "Corporation and Shareholders," in the section dealing with the right to reclaim dividends paid out of capital. Again, no mention is made of the so-called "one man company" cases, such as the House of Lords case of *Salomon v. Salomon & Co.*, [1897] A. C. 22, or of the line of cases represented by *Seaton v. Grant*, L. R. 2 Ch. App. 459, concerning the effect of a shareholder's motives upon his right to bring suit against the corporation. Furthermore, none of the decisions of the state courts, like *Parsons v. Joseph*, 92 Ala. 403, are cited to indicate the diversity in practice between the state and the federal courts concerning the right of a shareholder to sue in respect of wrongs that occurred before he purchased his stock. And finally, the important topic of "voting trusts" receives but a passing comment. These, however, are but minor criticisms of a work that is on the whole extremely accurate, and for a volume of such moderate proportions surprisingly complete.